

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 850

1275 K STREET, N. W.

WASHINGTON, D. C. 20005-4078

TELEPHONE: (202) 371-9500

TELECOPIER: (202) 371-0900

August 10, 1994

RECORDATION NO. 18929

AUG 10 1994 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

0100334038

New Recordation No.

Dear Mr. Williams:

On behalf of Pitney Bowes Credit Corporation, I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Master Equipment Lease Agreement ("Lease") made as of August/9, 1994.

The parties to the enclosed Lease are:

Pitney Bowes Credit Corporation - LESSOR
201 Merritt Seven
Norwalk, Connecticut 06856-5151

Heublein, Inc. - LESSEE
16 Munson Road
Farmington, Connecticut 06032

The said Lease, among other things, acts to lease twelve (12) tank cars by the Lessor to the Lease.

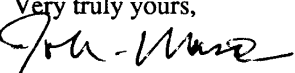
The equipment covered by the instant Lease is as identified in the Lease on the Equipment List.

A short summary of the Lease to appear in the ICC Index is as follows:

"Covers 12 tank cars TIMX 026000-026011"

Enclosed is a check in the amount of eighteen dollars (\$18.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


John K. Maser III
Attorney for Pitney Bowes Credit Corporation
for the purpose of this filing.

Honorable Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
BY HAND

8344 -020

(Handwritten signature: John Maser)

Interstate Commerce Commission
Washington, D.C. 20423

8/ 10/94

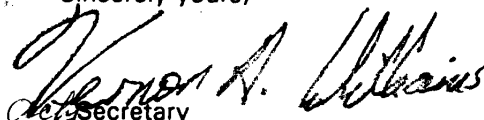
OFFICE OF THE SECRETARY

John K. Maser III
Donelan, Cleary, Wood & Maser
1275 K St N.W. Suite 850
Washington, DC 20005-4078

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 8/10/94 at 2:50pm , and assigned
recording number(s). 18929

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18929
RECORDATION NO. FILED 1425

AUG 10 1994 -2 50 PM

INTERSTATE COMMERCE COMMISSION

**MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT**

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 7746837 (the "Lease Agreement") dated as of August 10, 1994, and that certain Lease Schedule No. 801 dated as of August 10, 1994 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and Heublein, Inc. ("Lessee"), having its principal place of business located at 16 Munson Road, Farmington, Connecticut 06032, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Master Equipment Lease Agreement (the "Memorandum") to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and is effective as of the 10th day of August, 1994.

LESSOR:
PITNEY BOWES CREDIT CORPORATION

BY: 

PRINTED NAME: **Tyler G. Tranzillo**
Region Credit Manager

TITLE: _____

LESSEE:
Heublein, Inc.

BY: 

PRINTED NAME: **David Scott**

TITLE: **SVP - General Counsel**

EXHIBIT A
Equipment List

<u>Quantity</u>	<u>Equipment Description</u>	<u>Serial No.</u>
Twelve (12)	New stainless steel tank railcars manufactured by Trinity Industries	TIMX 026000 TIMX 026001 TIMX 026002 TIMX 026003 TIMX 026004 TIMX 026005 TIMX 026006 TIMX 026007 TIMX 026008 TIMX 026009 TIMX 026010 TIMX 026011

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Connecticut)
County of Hartford) SS:

On this 22 day of June, 1994, before me personally appeared David Scott to me personally known, who being by me duly sworn, says that he is the SVP + General Counsel of Heublein, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

James W. Riva
Signature of Notary Public

My commission expires 3/31/95

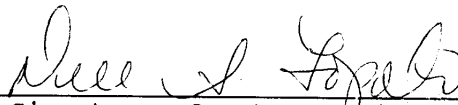
Seal

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CORPORATE FORM OF ACKNOWLEDGEMENT

State of Connecticut)
County of Fairfield) SS:

On this 23 day of June, 1994, before me personally appeared Tyler G. Tranzillo, to me personally known, who being by me duly sworn, says that he is the Region Credit Manager of Pitney Bowes Credit Corporation, that said instrument was signed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Signature of Notary Public

DELL S. LOPATO
NOTARY PUBLIC
My Commission Expires March 31, 1998.

My commission expires _____

Seal